

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

ALVORD AND ALVORD
ATTORNEYS AT LAW
1600 K STREET, NW
SUITE 200
WASHINGTON, D.C.
20006-2973
—
(202) 393-2266
FAX (202) 393-2156

RECORDATION NO. 22679-5 FILED

DEC 28 '00 3:16 PM

SURFACE TRANSPORTATION BOARD
OF COUNSEL
URBAN A. LESTER

December 28, 2000

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Collateral Assignment of Lease, dated as of December 28, 2000, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Leasing Agreement which was previously filed with the Board under Recordation Number 22679.

The names and addresses of the parties to the enclosed document are:

Assignee: Rail Trust-1999
c/o Wilmington Trust Company, not in its
individual capacity, but solely as Owner
Trustee
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890-0001

Assignor: Railcar, Ltd.
Suite 425
1819 Peachtree Road, N.E.
Atlanta, Georgia 30309

Mr. Vernon A. Williams
December 28, 2000
Page 2

A description of the railroad equipment covered by the enclosed document
is:

Eighty eight (88) railcars: PRSX 2201 - PRSX 2288 inclusive.

A short summary of the document to appear in the index is:

Memorandum of Collateral Assignment of Lease, dated as of December
28, 2000, between Rail Trust-1999, Assignee, and Railcar, Ltd., Assignor,
covering eighty eight (88) railcars: PRSX 2201 - PRSX 2288 inclusive.

Also enclosed is a check in the amount of \$26.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the
undersigned.

Very truly yours,



Robert W. Alvord

RWA/bjg
Enclosures

DEC 28 '00 3:16 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF COLLATERAL ASSIGNMENT OF LEASE

1. Pursuant to the Lease Agreement identified below, Railcar, Ltd. ("LTD") has collaterally assigned to Rail Trust-1999, a Delaware business trust ("Lessor"), as security for LTD's obligations under the Lease Agreement, all of LTD's right, title, and interest in the subleases of the railroad equipment leased by Lessor to LTD pursuant to the Lease Agreement; specifically, the subleases collaterally assigned are described in Exhibit A attached hereto and made a part hereof. (Memoranda of the Lease Agreement and the above-referenced subleases have been or shall be separately recorded.) "Lease Agreement" means the Equipment Leasing Agreement dated as of December 28, 1999, between Rail Trust-1999, as lessor, and LTD, as lessee, with respect to Lease Supplement No. Five only.

2. The addresses of the parties are as follows:

Rail Trust-1999 (Secured Party/Assignee)
c/o Wilmington Trust Company, not in its individual capacity, but solely as Owner
Trustee
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890-0001
Attention: Corporate Trust Administration

Railcar, Ltd. (Debtor/Assignor)
Suite 425
1819 Peachtree Road, N.E.
Atlanta, Georgia 30309-1847
Attention: Chief Financial Officer

3. The terms and provisions of the above-referenced collateral assignment are more particularly set forth in the above-referenced Lease Agreement, which is hereby incorporated by reference.

4. This Memorandum may be signed in counterpart or duplicate copies, and any signed counterpart or duplicate copy shall be equivalent to a signed original for all purposes.

[Execution on next page; remainder of page intentionally left blank]

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed as of 12/28, 2000.

RAIL TRUST-1999

BY: WILMINGTON TRUST COMPANY, not in
its individual capacity, but solely as Owner Trustee

By: [Signature]

Name: _____

Title: D. A. Vanaskey, Jr.
Vice President

STATE OF DELAWARE

COUNTY OF New Castle

On December 26, 2000, before me personally appeared David Vanaskey, to me personally known, who being by me duly sworn says that he is Vice President of Rail Trust-1999, Wilmington Trust Company, and that he executed the foregoing instrument on behalf of said Owner Trustee of Rail Trust-1999, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Rail Trust-1999.

[Signature]
Notary Public

My commission expires:

STEVEN MITCHELL BARONE

NOTARY PUBLIC-DELAWARE

My Commission Expires Sept. 16, 2002

[NOTARIAL SEAL]

RAILCAR, LTD.

By: [Signature]
Name: Eugene H. Martin
Title: President

STATE OF SOUTH CAROLINA
COUNTY OF BEAUFORT

On Dec 27, 2000, before me personally appeared Eugene H. Martin to me personally known, who being by me duly sworn says that he is President of Railcar, Ltd., and that he executed the foregoing instrument on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Signature]
Notary Public
My commission expires:

[NOTARIAL SEAL]



DESCRIPTION OF RAILCARS
EXHIBIT TWO TO SCHEDULE NO. ONE

This is Exhibit Two to Schedule No. One to the Master Lease Agreement dated as of _____, 2000, between Railcar, Ltd., as Lessor, and Diamond May Coal Company, as Lessee

Lessee: Diamond M^y Coal Company

Lessor: Railcar, Ltd.

Owner: Railcar, Ltd

Number of Cars in Lease: Eighty Eight (88)

Description of Cars: One Hundred Ton, Used, Rapid Discharge Coal Hopper railcars.

Car Marks and Numbers:

<u>MARK</u>	<u>UNIT</u>	<u>MARK</u>	<u>UNIT</u>	<u>MARK</u>	<u>UNIT</u>	<u>MARK</u>	<u>UNIT</u>	<u>MARK</u>	<u>UNIT</u>
-------------	-------------	-------------	-------------	-------------	-------------	-------------	-------------	-------------	-------------

PRSX 002201 PRSX 002202 PRSX 002203 PRSX 002204 PRSX 002205 PRSX 002206
PRSX 002207 PRSX 002208 PRSX 002209 PRSX 002210 PRSX 002211 PRSX 002212
PRSX 002213 PRSX 002214 PRSX 002215 PRSX 002216 PRSX 002217 PRSX 002218
PRSX 002219 PRSX 002220 PRSX 002221 PRSX 002222 PRSX 002223 PRSX 002224
PRSX 002225 PRSX 002226 PRSX 002227 PRSX 002228 PRSX 002229 PRSX 002230
PRSX 002231 PRSX 002232 PRSX 002233 PRSX 002234 PRSX 002235 PRSX 002236
PRSX 002237 PRSX 002238 PRSX 002239 PRSX 002240 PRSX 002241 PRSX 002242
PRSX 002243 PRSX 002244 PRSX 002245 PRSX 002246 PRSX 002247 PRSX 002248
PRSX 002249 PRSX 002250 PRSX 002251 PRSX 002252 PRSX 002253 PRSX 002254
PRSX 002255 PRSX 002256 PRSX 002257 PRSX 002258 PRSX 002259 PRSX 002260
PRSX 002261 PRSX 002262 PRSX 002263 PRSX 002264 PRSX 002265 PRSX 002266
PRSX 002267 PRSX 002268 PRSX 002269 PRSX 002270 PRSX 002271 PRSX 002272
PRSX 002273 PRSX 002274 PRSX 002275 PRSX 002276 PRSX 002277 PRSX 002278
PRSX 002279 PRSX 002280 PRSX 002281 PRSX 002282 PRSX 002283 PRSX 002284
PRSX 002285 PRSX 002286 PRSX 002287 PRSX 002288